

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re MANULIFE FINANCIAL CORP.)	1:09-cv-06185-JFK
SECURITIES LITIGATION)	
)	ECF Case
)	
)	
_____	X	

**DECLARATION OF STUART C. NAIFEH, ESQ. IN SUPPORT OF
DEFENDANTS' MOTION TO DISMISS SECOND AMENDED COMPLAINT**

I, STUART C. NAIFEH, ESQ., declare as follows:

1. I am an associate with Debevoise & Plimpton LLP, which represents Defendants Manulife Financial Corporation ("Manulife"), Dominic D' Alessandro, and Peter Rubenovitch in this matter. I am admitted to practice before this Court. I submit this Declaration in support of Defendants' Motion to Dismiss the Second Amended Complaint to provide the Court with a copy of a document of which the Court may take judicial notice.

2. **Exhibit 1** is a true and accurate copy of the Slide Presentation provided during Manulife's Fourth Quarter 2008 conference call with analysts and other investors on February 12, 2009, which was obtained from and is available at Manulife's website (<http://www.manulife.com/public/files/203/1/Q4Slides2008.pdf>).

I declare under penalty of perjury that the foregoing is true and correct.

Dated: New York, NY
September 2, 2011

/s/ Stuart C. Naifeh

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